

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in ZZ Capital International Limited 中植資本國際有限公司 (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**ZZ CAPITAL INTERNATIONAL LIMITED**

**中植資本國際有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 08295)**

**PROPOSED CHANGE OF COMPANY NAME AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company (“EGM”) to be held at 11/F, 8 Queen’s Road Central, Hong Kong on Thursday, 25 March 2021 at 11:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use at the EGM is enclosed. If you wish to appoint proxy(ies), you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon, and return it to the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the website of GEM of the Stock Exchange at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication and on the website of the Company at [www.zzcapitalinternational.com](http://www.zzcapitalinternational.com).

**PRECAUTIONARY MEASURES FOR THE EGM**

To safeguard the health and safety of shareholders of the Company (the “Shareholders”) and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the EGM:

- (1) Compulsory body temperature screening/checks
- (2) Submission of Health Declaration Form
- (3) Wearing of surgical face mask
- (4) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the EGM venue, at the absolute discretion of the Company as permitted by law.

**For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the EGM by appointing the Chairman of the EGM as their proxy and to return their proxy forms by the time specified above, instead of attending the EGM in person.**

Hong Kong, 3 March 2021

## CHARACTERISTICS OF GEM

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	2
2. Proposed Change of Company Name .....	3
3. EGM .....	4
4. Voting at the EGM .....	4
5. Recommendation .....	4
6. Responsibility Statement .....	4
<b>Notice of the EGM</b> .....	EGM-1

## DEFINITIONS

*In this circular, the expressions below have the meanings respectively set opposite them unless the context otherwise requires:*

“EGM”	the extraordinary general meeting of the Company to be held at 11/F, 8 Queen’s Road Central, Hong Kong on Thursday, 25 March 2021 at 11:00 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company currently in force, as may be amended from time to time, and “Article” shall mean an article of the articles of association
“Board”	the board of Directors
“Company”	ZZ Capital International Limited 中植資本國際有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM of The Stock Exchange of Hong Kong Limited
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of Share(s)

**LETTER FROM THE BOARD**



**ZZ CAPITAL INTERNATIONAL LIMITED**

**中植資本國際有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 08295)**

*Executive Directors:*

Mr. NIU Zhanbin (*Chairman*)  
Mr. JIANG Yulin (*Chief Executive Officer*)  
Mr. WU Hui (*Chief Operating Officer*)

*Registered office:*

P.O. Box 309, Uglan House  
Grand Cayman, KY1-1104  
Cayman Islands

*Independent Non-executive Directors:*

Mr. Stephen MARKSCHEID  
Mr. ZHANG Weidong  
Mr. ZHANG Longgen

*Head office and principal place  
of business in Hong Kong:*

11/F, 8 Queen's Road Central  
Hong Kong

3 March 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the notice of EGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution at the EGM.

Reference is made to the announcement of the Company dated 25 February 2021 (the "Announcement"), in relation to the proposed Change of Company. Unless otherwise defined herein, capitalised terms used in this circular shall have the same meanings as those defined in the Announcement.

## LETTER FROM THE BOARD

### 2. PROPOSED CHANGE OF COMPANY NAME

A special resolution for the proposed Change of Company Name will be proposed at the EGM for consideration and approval by Shareholders.

The Board proposes to change the name of the Company from “ZZ Capital International Limited 中植資本國際有限公司” to “Zhongjin Technology Services Group Company Limited 中金科技服務集團股份有限公司”.

#### Conditions for the proposed Change of Company Name

The Change of Company Name is subject to the following conditions (the “Conditions”):

- (a) the Shareholders approving the proposed Change of Company Name by way of a special resolution at the EGM; and
- (b) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the Conditions, the new name of the Company will be entered into the register of companies maintained by the Registrar of Companies in the Cayman Islands and the Change of Company Name will take effect from the date of the passing of the special resolution approving the same. The Registrar of Companies in the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

#### Reason for the proposed Change of Company Name

The Board considers that the proposed new name of the Company will more align with the business of the Group. The Board is of the view that the Change of Company Name is therefore in the best interests of the Company and the Shareholders as a whole.

#### Effects of the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company’s existing name shall, after the Change of Company Name having become effective, continue to be evidence of the title of the securities of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangements for free exchange of existing share certificates for new share certificates bearing the new name of the Company.

## LETTER FROM THE BOARD

### 3. EGM

A notice convening the EGM to be held at 11/F, 8 Queen's Road Central, Hong Kong on Thursday, 25 March 2021 at 11:00 a.m. is set out on pages EGM-1 and EGM-2 of this circular.

A form of proxy for use at the EGM is enclosed with this circular and published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the Company's website ([www.zzcapitalinternational.com](http://www.zzcapitalinternational.com)). If you wish to appoint proxy(ies), you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon, and return it to the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

### 4. VOTING AT THE EGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules and Article 13.6, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the GEM Listing Rules.

### 5. RECOMMENDATION

As explained in this circular, the Directors consider that the proposed Change of Company Name is in the best interests of the Company and its Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
By Order of the Board  
**ZZ Capital International Limited**  
中植資本國際有限公司  
**NIU Zhanbin**  
*Chairman*

NOTICE OF THE EGM



**ZZ CAPITAL INTERNATIONAL LIMITED**

**中植資本國際有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 08295)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of ZZ Capital International Limited 中植資本國際有限公司 (the “Company”) will be held at 11/F, 8 Queen’s Road Central, Hong Kong on Thursday, 25 March 2021 at 11:00 a.m. for the following purposes:

To consider and, if thought fit, pass the following resolution as special resolution with or without amendments:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be changed from “ZZ Capital International Limited 中植資本國際有限公司” to “Zhongjin Technology Services Group Company Limited 中金科技服務集團股份有限公司” (the “Change of Company Name”), and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/they consider necessary, desirable or expedient for the purpose of giving effect to the Change of Company Name.”

By Order of the Board  
**ZZ Capital International Limited**  
中植資本國際有限公司  
**NIU Zhanbin**  
*Chairman*

Hong Kong, 3 March 2021

*Registered office:*  
P.O. Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Head office and principal place  
of business in Hong Kong:*  
11/F, 8 Queen’s Road Central  
Hong Kong



## NOTICE OF THE EGM

*Notes:*

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM or any adjournment thereof, and in such event, the proxy form shall be deemed to be revoked.
3. The register of members of the Company will be closed from Tuesday, 23 March 2021 to Thursday, 25 March 2021 (both days inclusive) for the purpose of determining the entitlement to attend and vote at the EGM. During which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 22 March 2021.
4. If a Typhoon Signal No.8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 am on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on Company's website ([www.zzcapitalinternational.com](http://www.zzcapitalinternational.com)) and the GEM website ([www.hkgem.com](http://www.hkgem.com)) to notify its shareholders of the date, time and place of the adjourned meeting.

The EGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. The shareholders of the Company should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.



## ZZ CAPITAL INTERNATIONAL LIMITED

### 中植資本國際有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 08295)**

#### **PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)**

In compliance with the HKSAR Government’s directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection (“CHP”) of the Department of Health on the prevention of coronavirus disease 2019 (“COVID-19”), the Company will implement additional precautionary measures at the EGM in the interests of the health and safety of our shareholders, investors, directors, staff and other participants of the EGM (the “Stakeholders”) which include without limitation:

- (1) All attendees will be required to **wear surgical face masks** before they are permitted to attend, and during their attendance of, the EGM. Attendees are advised to maintain appropriate social distance with each other at all times when attending the EGM.
- (2) There will be **compulsory body temperature screening** for all persons before entering the EGM venue. Any person with a body temperature of 37.4 degrees Celsius or above will not be given access to the EGM venue.
- (3) Attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the EGM (“Recent Travel History”); (ii) he/she is subject to any HKSAR Government prescribed quarantine requirement; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with Recent Travel History. Any person who responds positively to any of these questions will be denied entry into the EGM venue or be required to promptly leave the EGM venue.
- (4) Anyone who has Recent Travel History, is subject to quarantine, or has any flu-like symptoms or close contact with any person under quarantine or with Recent Travel History will not be permitted to attend the EGM.
- (5) Anyone attending the EGM is reminded to observe good personal hygiene at all times.
- (6) Appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding.
- (7) No refreshment will be served either during or after the EGM and no corporate gifts will be distributed to avoid close contacts of the participants of the EGM during their attendance.
- (8) In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the Stakeholders, Company are supportive of the precautionary measures being adopted and shareholders are advised to consider appointing the chairman of the EGM or any director or company secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person.
- (9) Shareholders are advised to read this leaflet carefully and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
- (10) Up-to-date development on COVID-19 can be found on the CHP website ([www.chp.gov.hk](http://www.chp.gov.hk)) and the website of the HKSAR Government on COVID-19 ([www.coronavirus.gov.hk](http://www.coronavirus.gov.hk)).